

LAW OFFICES OF  
**BUCHALTER, NEMER, FIELDS, CHRYSTIE & YOUNGER**  
(A PROFESSIONAL CORPORATION)

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**ORANGE COUNTY OFFICE**  
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SUITE 1040  
NEWPORT BEACH, CALIFORNIA 92660  
(714) 760-1121

PLEASE REPLY  
**G0140-005**  
LOS ANGELES OFFICE

April 22, 1985

14635  
REGISTRATION NO. \_\_\_\_\_ FILED 146

APR 24 1985 -3 40 PM

5-114A101

Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RE: \_\_\_\_\_  
Date APR 24 1985

Fee \$ 10.00

ICC Washington, D.C.

Re: GFC Leasing Corporation /  
Consolidated Rail Corporation --  
Recordation of Lease with  
Interstate Commerce Commission

Dear Sir or Madam:

Enclosed please find two originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Memorandum Summary of Lease of Railroad Equipment, dated as of April 19, 1985, which document is a primary document.

The names and addresses of the parties to the document are as follows:

1. Lessor: GFC Leasing Corporation  
620 Newport Center Drive  
Newport Beach, California 92660
2. Lessee: Consolidated Rail Corporation  
1310 Six Penn Center Plaza  
Philadelphia, Pennsylvania 19104

A description of the equipment covered by such document is as follows:

Seventy (70) gondola cars, 52 feet, 5-foot sides, 100-ton capacity, reporting numbers CR582600 consecutive through and including CR582669.

BUCHALTER, NEMER, FIELDS, CHRYSTIE & YOUNGER

(A PROFESSIONAL CORPORATION)

Office of the Secretary  
Interstate Commerce Commission  
April 22, 1985  
Page 2

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

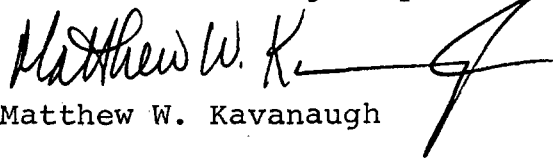
A short summary of the documents to appear in the index, if necessary, may be taken, verbatim, from the Memorandum Summary.

Thank you very much for your attention to this matter.

Sincerely,

BUCHALTER, NEMER, FIELDS,  
CHRYSTIE & YOUNGER  
Counsel to GFC Leasing Corporation

By

  
Matthew W. Kavanaugh

MWK:dm

Enclosures

cc: Mr. Eugene P. Adams  
John Fansmith, Esq.  
Richard Jay Goldstein, Esq.

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/24/85

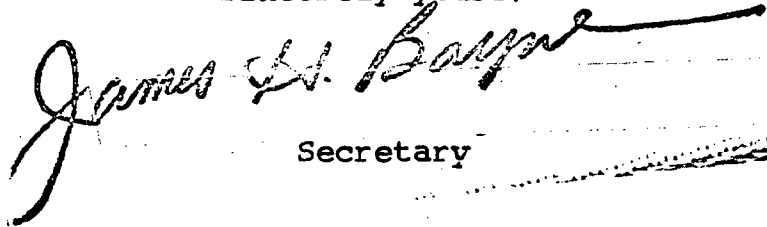
**OFFICE OF THE SECRETARY**

Matthew W. Kavanaugh  
Buchalter, Nemer, Fields, Chrystie & Younger  
700 South Flower Street, Suite 700  
Los Angeles, Calif. 90017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/24/85 at 3:40pm and assigned re-  
recording number(s). 14635

Sincerely yours,

  
Secretary

Enclosure(s)

**APR 24 1985 -3 40 PM**

MEMORANDUM SUMMARY OF LEASE OF  
RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

This Memorandum Summary of Lease of Railroad Equipment (this "Memorandum"), dated as of April 19, 1985, is entered into by and between GFC Leasing Corporation, a California corporation ("Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee") for the purpose of recordation of notice of that certain Lease of Railroad Equipment, dated as of the date hereof, between Lessor and Lessee (the "Lease"), which recordation is to be effected pursuant to 49 U.S.C. §11303 and 49 C.F.R. Part 1177.

Factual Recitals. Pursuant to the provisions of 49 C.F.R. §117.4(a), Lessor and Lessee hereby recite and acknowledge the following:

1. The Lease has been entered into by and between Lessor, whose address is 620 Newport Center Drive, Newport Beach, California 92660, and Lessee, whose address is 1310 Six Penn Center Plaza, Philadelphia, Pennsylvania 19104, dated as of the date of this Memorandum;

2. The Lease is a lease from Lessor to Lessee of the railroad rolling stock covered by the Lease (and defined therein as the "Equipment"), a schedule of which Equipment is attached hereto as Schedule A, and incorporated herein by this reference.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date set forth hereinabove.

GFC LEASING CORPORATION,  
a California corporation

"Lessor"

By 

Title: President

CONSOLIDATED RAIL CORPORATION,  
a Pennsylvania corporation

"Lessee"

By 

Title: ASSISTANT TREASURER-FINANCING

SCHEDULE A

<u>Type</u>	<u>Builder</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers Both Inclusive)</u>
Gondola Cars 52' Length 5' Sides 100 Ton Capacity	Consolidated Rail Corporation, Hollidaysburg, PA	70	CR 582600-582669 inclusive

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF ORANGE )

On April 23, 1985, before me, the undersigned, a Notary Public, in and for said state, personally appeared Mr. Eugene P. Adams, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the President of GFC Leasing Corporation, and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.

(Signature)

*Leslie Joan Haymes*



COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF PHILADELPHIA )

On April 19, 1985, before me, personally appeared *J. A. Whisenand*, to me personally known, who, being by me duly sworn, says that he is the **ASSISTANT TREASURER-FINANCING** of Consolidated Rail Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

*Catherine Aldinger*  
Notary Public

CATHERINE ALDINGER  
Notary Public, Phila., Phila. Co.  
My Commission Expires Aug. 3, 1985